

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
NORTHERN DIVISION**

IN RE:)	
)	
BELLE FOODS, LLC,)	Chapter 11
)	Case No. 13-81963-11
Debtor.)	

**RESERVATION OF RIGHTS OF C&S WHOLESALE GROCERS, INC.,
REGARDING CLAIM FOR REIMBURSEMENT UNDER 11 U.S.C. § 503(b)(9)**

COMES NOW, C&S Wholesale Grocers, Inc. ("C&S"), and, pursuant to Bankruptcy Code¹ section 503(b)(9) and this Court's *Amended Order Establishing Procedures for Filing Requests For Payment of 11 U.S.C. § 503(b)(9) Administrative Expenses, Including Setting a Bar Date for Filing Requests* dated August 28, 2013 [Docket No. 421] (the "503(b)(9) Procedures Order"), submits this reservation of rights regarding C&S's claim for reimbursement under Bankruptcy Code section 503(b)(9):

RESERVATION OF RIGHTS

1. C&S has filed the attached 503(b)(9) Proof of Claim as provided and defined in the 503(b)(9) Procedures Order, which sets September 13, 2013 (the "503(b)(9) Bar Date"), as the deadline for filing such claims. As the attached 503(b)(9) Proof of Claim reflects, C&S delivered to the Debtor in the ordinary course of the Debtor's business goods having a value of \$6,613,769.79 within 20 days before the date of commencement of this case (the "C&S 503(b)(9) Claim").

2. On August 12, 2013, this Court entered the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (A) Authorizing Postpetition Financing, (B) Authorizing Use of Cash Collateral, (C) Granting Adequate Protection, and (D) Granting Related Relief* [Docket No. 340] (the "Final DIP Order"). Pursuant to the Final DIP Order, the Court approved a refinancing (the "Roll Up") of the Prepetition Obligations (as defined in the Final DIP Order) in an amount

¹ 11 U.S.C. § 101, *et seq.*

provided in the Amended DIP Term Sheet (as defined in the Final DIP Order).

3. The C&S 503(b)(9) Claim has been reduced or eliminated by postpetition adjustments that include, *inter alia*, the Roll Up and adequate protection for the use of cash collateral approved by the Final DIP Order.

4. In light of the 503(b)(9) Bar Date, C&S filed the attached 503(b)(9) Proof of Claim and this reservation of rights solely to reserve its right to reimbursement under Bankruptcy Code section 503(b)(9) in the event that any of the relief granted in the Final DIP Order—including the Roll Up and adequate protection for the use of cash collateral—is later set aside. For the avoidance of doubt, provided that the terms of the Final DIP Order stand as ordered without amendment or revocation, C&S does not, by the submission of the attached 503(b)(9) Proof of Claim, seek any additional or duplicative payment of the C&S 503(b)(9) Claim to the extent that the C&S 503(b)(9) Claim has been satisfied by virtue of the relief granted in the Final DIP Order.

5. C&S reserves the right to amend, modify or supplement the 503(b)(9) Proof of Claim in any manner and for any purpose and to assert and file any and all additional claims of whatever kind or nature that it has or may hereafter have against the Debtor.

[SIGNATURE BLOCKS CONTINUE ON FOLLOWING PAGE]

Respectfully submitted this September 13, 2013.

/s/ Richard P. Carmody

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UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ALABAMA		Section 503(b)(9) Claim Request Form
In re Belle Foods, LLC, Debtor.	Case No. 13-81963-JAC11 Chapter 11	
Debtor against which claim is asserted: Belle Foods, LLC		
Name and address of creditor (and name and address where notices should be sent if different from creditor): C&S Wholesale Grocers, Inc. Attn: General Counsel 7 Corporate Drive Keene, NH 03431 Telephone Number: 603.354.4619 Email Address: clake@cswg.com	<input type="checkbox"/> Check this box to indicate that this Section 503(b)(9) Claim Request Form amends a previously filed claim. Claim Number: _____ (if known) Filed on: _____	THIS SPACE IS FOR COURT USE ONLY
Name and address where payment should be sent (if different from above): C&S Wholesale Grocers, Inc. Attn: Jay Cashion 7 Corporate Drive Keene, NH 03431 Telephone Number: 603-354-4634 Email Address: jcashion@cswg.com	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a Section 503(b)(9) Claim Request relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check this box if you have made any demands(s) to reclaim goods sold to the debtor under 11 U.S.C. § 546(c). Attach copies of any such demand(s).	
Account or other number by which creditor identifies debtor:		
1. BASIS FOR SECTION 503(b)(9) CLAIM (check all that apply): <input checked="" type="checkbox"/> Goods sold within 20 days prior to the commencement of the case <input type="checkbox"/> Other (describe briefly): _____		
		Value of Goods: <u>\$ \$6,613,769.79</u>
2. DATE DEBT WAS INCURRED: June 11, 2013 -- July 1, 2013		
3. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: <u>\$ \$6,613,769.79</u> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attached itemized statement of all additional charges		
4. BRIEF DESCRIPTION OF SECTION 503(b)(9) CLAIM AND GOODS (including the date and place of receipt of the goods by the debtor and the method of delivery of the goods to the debtor): Claim is for value of goods delivered to Debtor between June 11, 2013 and July 1, 2013, including the cost to transport the same, pursuant to that certain Supply Agreement by and among C&S Wholesale Grocers, Inc. and the Debtor dated June 29, 2012. This claim is subject to the Reservation of Rights filed herewith. Due to the voluminous nature of supporting documents, invoices, statements, etc., they are omitted, but will be provided to the Debtor upon request.		
5. CREDITS: The amount of all payments on this Section 503(b)(9) Claim have been credited and deducted for the purpose of making this Section 503(b)(9) Claim Request. In filing this Section 503(b)(9) Claim Request Form, creditor has deducted all amounts that creditor owes to debtor. 6. SUPPORTING DOCUMENTS: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain. 7. ORDINARY COURSE CERTIFICATION: By signing this Section 503(b)(9) Claim Request Form, you are certifying that the goods, for which payment is sought hereby, were sold to the debtor in the ordinary course of business as required by 11 U.S.C. § 503(b)(9).		THIS SPACE IS FOR COURT USE ONLY
Date: <u>9/12/13</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this Section 503(b)(9) Claim Request Form (attach copy of power of attorney if any): <u>Jay Cashion</u> Name: Jay Cashion Title: VP Finance	
<i>Penalty for presenting a fraudulent claim: fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571</i>		

CERTIFICATE OF SERVICE

I hereby certify that the forgoing **RESERVATION OF RIGHTS OF C&S WHOLESALE GROCERS, INC., REGARDING CLAIM FOR REMIBURSEMENT UNDER 11 U.S.C. S 503(b)(9)** was filed and served via the Court's electronic case filing and noticing system to all parties registered to receive electronic notice in this matter and by electronic mail as set forth on the attached Master Service List this September 13, 2013.

/s/ Richard Carmody
Richard P. Carmody

Master Service List
In re: Belle Foods, LLC; Case No. 13-81963-JAC11
Updated 9/11/2013

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